

**IN THE UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF INDIANA  
INDIANAPOLIS DIVISION**

STATE OF INDIANA, <i>ex. rel.</i> , CHRIS	)	CAUSE NO. 1:09-CV-1506 SEB-TAB
NAYLOR, INDIANA SECURITIES	)	
COMMISSIONER,	)	
	)	
Plaintiff,	)	
	)	
v.	)	
	)	
INDIANA STATE TEACHERS	)	
ASSOCIATION, ISTA INSURANCE	)	
TRUST, ISTA FINANCIAL SERVICES	)	
CORPORATION, ISTA WELFARE	)	
BENEFITS TRUST, ISTA	)	
ADMINISTRATIVE SERVICES	)	
CORPORATION, and NATIONAL	)	
EDUCATION ASSOCIATION,	)	
	)	
Defendants.	)	

**MOTION FOR LEAVE TO FILE FIRST AMENDED COMPLAINT**

Plaintiff State of Indiana, *ex rel.* Chris Naylor, Indiana Securities Commissioner (“Commissioner”), by its undersigned counsel, pursuant to Fed.R.Civ.P. Rule 16, hereby moves the Court for leave to file its first amended complaint in this matter.

In support of this motion, plaintiff states as follows:

1. By order dated September 1, 2010, this Court entered an order setting a deadline of October 27, 2010, for the filing of motions to amend the pleadings or to add parties.

2. Attached hereto as Exhibit A is the proposed First Amended Complaint (“FAC”) which plaintiff seeks to file. The FAC adds allegations regarding the role of Defendant NEA in providing a portion of the compensation of UniServ directors, based on information which plaintiff has learned. The UniServ directors were involved in the marketing, offer and sale of the security alleged to have been offered in violation of Indiana law. The NEA thus bears

responsibility for the supervision and acts and omissions of these directors. The FAC also corrects a few minor grammatical and typographical errors in the original complaint.

3. Defendants will not be prejudiced by this amendment because discovery is in early stages and plaintiff has not delayed unreasonably in seeking to amend the complaint. Additionally, NEA is represented by the same counsel representing the ISTA defendants so this issue is not new to counsel.

4. Federal Rule of Civil Procedure 15 provides that “The court should freely give leave [to amend] when justice so requires.

5. Counsel for defendants have been provided with a copy of the proposed FAC, and have stated that they will oppose this motion to amend for unspecified reasons.

WHEREFORE, plaintiff requests that this motion for leave to file the FAC be granted and the FAC be deemed filed as of the date of the granting of this motion.

Frost Brown Todd LLC

By: /s/ Thomas E. Satrom

Alan S. Brown, #3536-49

Thomas E. Satrom, #20745-49

Attorneys for Plaintiff

State of Indiana, *ex. rel.*, Chris Naylor,

Indiana Securities Commissioner

**CERTIFICATE OF SERVICE**

This is to confirm that a copy of the foregoing was electronically filed on October 26, 2010. Notice of this filing will be sent to all parties by operation of the Court's electronic filing system, and the filing may be accessed through that system.

Andrew W. Hull  
Alice M. Morical  
HOOVER HULL LLP  
111 Monument Circle, Suite 4400  
P. O. Box 44989  
Indianapolis, IN 46244-0989

Jeremiah A. Collins  
John M. West  
Douglas L. Greenfield  
Abigal V. Carter  
Daniel A. Zibel  
BREDHOFF & KAISER P.L.L.C.  
805 15<sup>th</sup> Street, N.W., Suite 1000  
Washington, DC 20005

*/s/Thomas E. Satrom*

---

Thomas E. Satrom

FROST BROWN TODD LLC  
201 N. Illinois St., Suite 1900  
P.O. Box 44961  
Indianapolis, IN 46244-0961  
317-237-3800  
Fax: 317-237-3900  
abrown@fbtlaw.com  
tsatrom@fbtlaw.com  
jtragesser@fbtlaw.com